

1 Callie A. Bjurstrom, State Bar No. 137816
Michelle A. Herrera, State Bar No. 209842
2 LUCE, FORWARD, HAMILTON & SCRIPPS LLP
600 West Broadway, Suite 2600
3 San Diego, California 92101-3372
Telephone No.: 619.236.1414
4 Fax No.: 619.232.8311
cbjurstrom@luce.com
5 mherrera@luce.com

6 Attorneys for Plaintiffs

7 William M. Parrish (*Pro Hac Vice*)
Michael P. Adams (*Pro Hac Vice*)
8 H. Carl Myers (*Pro Hac Vice*)
Brian Mangum, State Bar No. 242208
9 WINSTEAD PC
401 Congress Avenue, Suite 2100
10 Austin, TX 78701
Telephone No.: 512.370.2800
11 Fax No.: 512.370.2850
wparrish@winstead.com
12 madams@winstead.com
cmyers@winstead.com
13 bmangum@winstead.com

14 Attorneys for Plaintiffs INSWEB CORPORATION and
15 AUTO INTERNET MARKETING, INC.

Barton E. Showalter (*Pro Hac Vice* Application Pending)
16 Douglas M. Kubehl (*Pro Hac Vice* Application Pending)
David O. Taylor (*Pro Hac Vice* Application Pending)
17 BAKER BOTTS L.L.P.
2001 Ross Avenue
18 Dallas, Texas 75201-2980
Telephone No.: 214.953.6500
19 Fax No.: 214.953.6503

20 Attorneys for Plaintiff LEADPOINT, INC.

21 Patrick A. Fraioli, Jr., State Bar No. 191824
David Briker, State Bar No. 158896
22 Rowena Santos, State Bar No. 210185
MOLDO DAVIDSON FRAIOLI SEROR & SESTANOVICH LLP
23 21st Floor
2029 Century Park East
24 Los Angeles, CA 90067
Telephone No.: 310.551.3100
25 Fax No.: 310.551.0238

26 Attorneys for Plaintiff INTERNET BRANDS, INC.

27
28 ///

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF CALIFORNIA

INSWEB CORPORATION, LEADPOINT,
INC., INTERNET BRANDS, INC., AND
AUTO INTERNET MARKETING, INC.

Plaintiffs,

v.

AUTOBYTEL, INC., AUTOBYTEL I
CORP., f/k/a AVV, INC., DOMINION
ENTERPRISES, RETENTION
PERFORMANCE MARKETING, INC., AND
ONECOMMAND, INC.

Defendants.

Case No. 08-CV-0447 WQH (LSP)

**PLAINTIFFS' ANSWER TO
COUNTERCLAIMS OF DEFENDANTS
AUTOBYTEL, INC., AUTOBYTEL I
CORP., F/K/A AVV, INC., AND
DOMINION ENTERPRISES**

Plaintiffs, InsWeb Corporation ("InsWeb"), LeadPoint, Inc. ("LeadPoint"), Internet Brands, Inc. ("Internet Brands"), and Auto Internet Marketing, Inc. ("AIM") (collectively, "Plaintiffs") file this Answer to the Counterclaims of Autobytel, Inc. ("Autobytel"), Autobytel I Corporation, formerly known as AVV, Inc. ("AVV"), and Dominion Enterprises ("Dominion Enterprises") (collectively, "Defendants"). The numbered paragraphs below correspond to those presented in Defendants' Counterclaims. Except as expressly admitted below, Plaintiffs deny the allegations and characterizations in Defendants' Counterclaims.

I. DEFENDANTS' COUNTERCLAIMS

1. Upon information and belief, admitted.

1 2. Upon information and belief, admitted.

2 3. Upon information and belief, admitted.

3 4. Admitted.

4 5. Admitted.

5 6. Admitted.

6 7. Admitted.

7 8. Plaintiffs admit that this Court has subject matter jurisdiction over any counterclaims
8 and admits that venue is appropriate in this District.

9 9. Denied. As stated in Paragraph 8 of Plaintiffs' Second Amended Complaint for Patent
10 Infringement, Plaintiffs are co-owners of all rights, title, and interest in and each has standing to sue
11 for infringement of the '597 patent.

12 10. Paragraph 10 contains no allegations.

13 11. Plaintiffs admit that they have filed suit alleging that Defendants have infringed the
14 '597 patent.

15 12. Denied.

16 13. Plaintiffs admit that an actual and justiciable controversy exists as to the infringement
17 of the '597 Patent, but deny that the allegations of Defendants' counterclaims are proper for
18 declaratory judgment because they merely constitute a cumulative mirror-image of Plaintiffs'
19 affirmative claims for relief.

20 14. Denied.

21 15. Paragraph 15 contains no allegations.

22 16. Plaintiffs admit that they have filed suit alleging that Defendants have infringed the
23 '597 patent.

24 17. Denied.

25 18. Plaintiffs admit that an actual and justiciable controversy exists as to the infringement
26 of the '597 Patent, but deny that the allegations of Defendants' counterclaims are proper for
27 declaratory judgment because they merely constitute a cumulative mirror-image of Plaintiffs'
28 affirmative claims for relief.

19. Denied.

II. AFFIRMATIVE DEFENSES

1. Defendants' counterclaims should be dismissed because they are merely cumulative of Plaintiffs' claims for relief.

2. Defendants' Counterclaims should be dismissed because they fail to state a claim for which relief may be granted.

PRAYER FOR RELIEF

WHEREFORE, Plaintiffs request that Defendants take nothing against Plaintiffs by reason of their counterclaims against Plaintiffs, that Plaintiffs be awarded the relief sought in their Second Amended Complaint, that the Court dismiss Defendants' Counterclaims against Plaintiffs in their entirety with prejudice, that Plaintiffs be awarded their costs of suit, including attorneys' fees, and that the Court grant such other and further relief as it deems just and proper.

DATED: July 28, 2008

LUCE, FORWARD, HAMILTON & SCRIPPS LLP

By: s/Callie A. Bjurstrom
Callie A. Bjurstrom
Michelle A. Herrera
Attorneys for Plaintiffs

101109009.1